

EXHIBIT 7

DRAFT

Schedule 1.1(b)

9/15/95

Excluded Assets

- I. Any asset not listed on Schedule 1.1(a), including without limitation any asset which pertains to NetWare which is not listed on Schedule 1.1(a)
- II. NetWare Operating System and Services
- III. TUXEDO Transaction Processing
- IV. Licensed technology, including:
 - A. NetWare and other Novell code contained in UnixWare 2.01 and Eiger:
 - 1. ODI Software contained in NetWare and UnixWare LAN Drive Test Kit
 - 2. Nprinter (for printing from NetWare to UnixWare Server)
 - 3. NUC (NetWare UNIX Client - for print, etc. from UnixWare to NetWare Server)
 - 4. TNVT, Host Presenter (Terminal Emulation to Log into UnixWare Server from NetWare Client)
 - 5. MHS Gateway (Mail Gateway)
 - 6. IPX/SPX (Re-Write of Native 4.1)
 - 7. ODI (Networking driver protocol; version 3.3 of assembly Spec and 1.0 of C Spec)
 - 8. Xconsole (Log-in to NetWare console)
 - 9. UnixWare TSA (SMS is back-up and restore, TSA is the 'agent' needed to do this)
 - 10. Some NetWare Client APIs
 - 11. DR-DOS
 - 12. Host Presenter (*Binary only*)
 - 13. TNVT (*Binary only*)
 - 14. criptor (*Binary only*)
 - 15. NetWare NLM (*Binary only*)
 - B. NetWare code contained in Eiger Only:
 - 1. NDS APIs
 - 2. NWS (Incl. NetWare File, Print and Directory Services)
 - C. NetWare 4.1 for UnixWare

DRAFT

V. Intellectual Property:

- A. Patent Licenses (i.e., Pike and all others associated with the UNIX System)
- B. All copyrights and trademarks, except for the trademarks UNIX and UnixWare.
- C. All Patents

VI. Existing Master License Agreements with end users which include, in addition to other products of Seller, integrated delivery of UnixWare

SDWH:FUBLICSDW0089375 01

-2-



NOV 000040594

Schedule 1.1(c)

Assumed Liabilities

DRAFT

7/15/95

1. All obligations, whether existing on the date hereof or arising hereafter, under the assigned contracts listed on Schedule 1.1(a).
2. All obligations relating to the Business which arise subsequent to the Closing Date.

SDW:ODMAVPCDOCSWQL2889429.01



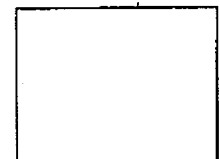
NOV 000040595

DRAFT

Schedule 1.1(b)

Excluded Assets

- I. Any asset not listed on Schedule 1.1(a), including without limitation any asset which pertains to NetWare which is not listed on Schedule 1.1(a)
- II. NetWare Operating System and Services
- III. Tuxedo Transaction Processing
- IV. Licensed technology, including:
 - A. NetWare and other code contained in UnixWare 2.01 and Eiger:
 - 1. NetWare and UnixWare LAN Drive Test Kit (*license ODI only; UnixWare transmogrification should be transferred to SCO*)
 - 2. Nprinter (for printing from NetWare to UnixWare Server)
 - 3. NUC (NetWare UNIX Client - for print, etc. from UnixWare to NetWare Server)
 - 4. TNVT, Host Presenter (Terminal Emulation to Log into UnixWare Server from NetWare Client)
 - 5. MHS Gateway (Mail Gateway)
 - 6. IPX/SPX (Re-Write of Native 4.1)
 - 7. ODI (Networking driver protocol; version 3.3 of assembly Spec and 1.0 of C Spec)
 - 8. Xconsole (Log-in to NetWare console)
 - 9. UnixWare TSA (SMS is back-up and restore, TSA is the 'agent' needed to do this)
 - 10. Some NetWare Client APIs
 - 11. DR-DOS
 - 12. Host Presenter (*Binary only*)
 - 13. TNVT (*Binary only*)
 - 14. criptor (*Binary only*)
 - 15. NetWare NLM (*Binary only*)
 - B. NetWare code contained in Eiger Only:
 - 1. NDS APIs
 - 2. NWS (Incl. NetWare File, Print and Directory Services)
 - C. NetWare 4.1 for UnixWare



NOV 000040596

DRAFT

V. Intellectual Property:

- A. Patent Licenses (i.e., Pike and all others associated with the UNIX System)
- B. All copyrights and trademarks, except for the trademarks UNIX and UNIXWARE.
[How do we handle the name *UnixWare* with respect to UNIX System, TM and X/Open.]
- C. All Patents

SDW:ODMARCTDOC3SQL2893751

-2-



NOV 000040597

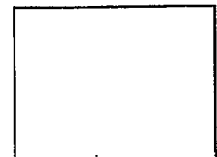
Schedule 1.1(c)

DRAFT

Assumed Liabilities

1. All obligations, whether existing on the date hereof or arising hereafter, under the assigned contracts listed on Schedule 1.1(a).
2. All obligations relating to the Business which arise subsequent to the Closing Date.

SDW:ODMA\PCDOCS\SQL130429.01



NOV 000040598

DRAFT

Schedule 1.1(a)

Assets

- I. All rights and ownership of Unix and UnixWare, including but not limited to all versions of Unix and UnixWare and all copies of Unix and UnixWare (including revisions and updates in process), and all technical, design, development, installation, operation and maintenance information concerning Unix and UnixWare, including source code, source documentation, source listings and annotations, engineering notebooks, test data and test results, as well as all reference manuals and support materials normally distributed by Seller to end-users and potential end-users in connection with the distribution of Unix and UnixWare, such assets to include without limitation the following:

UNIX Source Code Products

- A. UnixWare 2.0 as described in the UnixWare 2.0 Licensing Schedule and those products listed as "prior" products on such schedule (includes source code updates where appropriate - i.e. UnixWare product family).
- B. UNIX SVR4.1 ES as described in the UNIX SVR4.1 ES Licensing Schedule and those products listed as "prior" products on such schedule
- C. UNIX SVR4.0MP as described in the UNIX SVR4.0 MP Licensing Schedule and those products listed as "prior" products on such schedule.
- D. Ancillary SVRx Products (i.e. DWB, MLS, etc.)

Binary Product Releases

- A. UnixWare 2.01 Product Family as described by the Novell UnixWare 2.01 Part/Price List
- B. UnixWare 2.0.x update releases
- C. UnixWare 1.1 Product Family as described by the Novell UnixWare 1.1 Part/Price List
- D. UnixWare 1.1.x - update releases

Products Under Development

- A. UnixWare 2.1 (Eiger) - contains NetWare UNIX Client and Server capabilities
- B. UnixWare 2.1 Oracle Parallel Server (OPS)
- C. UnixWare 2.03 - maintenance update under development
- D. UnixWare 2.0.x/2.1 Enhanced Mode Merge
- ~~E. UnixWare 2 DCE via Gradient (engineering porting support)~~
- ~~F. UnixWare 2 CDE via TriTeal (engineering porting and acceptance test support)~~
- ~~G. "Amadeus" Microkernel development~~
- H. UnixWare 2 Internet Server

DRAFT

Other Technology

- A. UnixWare system/HBA/etc. Test/Certification Suites Used by Novell Labs
 - B. UnixWare "OS Branding" Test Suites
 - C. UnixWare "OS Compatible" Requirements
 - D. Gaede Performance Test suite
 - E. ARTUS, Bart, Buster Internal UNIX Test suites and test harnesses
 - F. UnixWare Training/Education Courseware
 - G. Requirements, Design, and Test Specifications for UnixWare 2
 - H. Technical Support Update Manager
- II. All of Seller's claims against any parties relating to any right, property or asset included in the Business.
- III. All of Seller's rights pertaining to Unix and UnixWare under any software development contracts, licenses and any other contracts to which Seller is a party or by which it is bound and which pertain to the Business (to the extent that such contracts are assignable), including without limitation:
- A. Joint Development with third parties:
 - 1. In-Process development agreements
 - 2. Past development agreements with on-going pricing discounts
 - 3. *Joint development agreements in which Seller didn't get full rights to the code developed.*
 - B. Third party per copy fee obligations - Those agreements in which Seller pays per copy fees for technology/products which are shipped with or to be used with UNIX System and/or UnixWare.
 - C. Joint marketing agreements - Marketing programs with customers. In some cases these have funding commitments or are MDF based. *How does Seller handle the existing pots of accrued MDF liability? Are any funds bundled with NetWare?*
 - D. End user MLA agreements - Agreements to allow end users to copy binary products for internal use only. Associated with these agreements are support requirements.
 - E. Unix-only VAR agreements - UNIX Masters VARs
 - F. Support agreements - End user support agreements (i.e., TMAC, NALCOMIS)

SDW-ODMAFCDCCSSQLZ894061

-2-

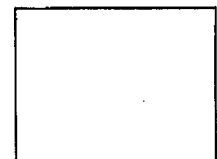
NOV 000040600

DRAFT

- G. Microsoft agreement (Xenix Agreement) - Xenix compatibility and per copy fee agreement. Seller will agree to discuss with SCO Seller's interpretation of this agreement. *Seller needs to determine if this transferable.*
 - H. Microsoft Agreement (Extra-Ordinary Discount) - Microsoft's additional discount beyond 80%.
 - I. Strategic Relationship Agreements (i.e. MTA, ECPA, MBA, etc.) - *How do we separate NetWare and UnixWare activities.*
 - J. Out-sourced development (i.e., India) - Development agreements with third parties (Wipro and HCL) and India Development Center. IDC is a Seller subsidiary.
 - K. Out-sourced Support Agreements
 - L. Software and Sublicensing Agreements - This includes the source code and sublicensing agreements that Seller has with its OEM, End User and Educational customers. The total number of these agreements is approximately 30,000.
 - M. OEM Binary Licensing Agreements - OEM distribution of UnixWare with Seller's agreement to include some OEM added value into future releases of UnixWare.
- IV. All copies of Unix and UnixWare, wherever located, owned by Seller.
- V. Intellectual property:
- A. Trademarks Unix and UnixWare

SDW::ODMA\FCD\CS\SQL2894061

-3-



NOV 000040601

EXHIBIT 8

DRAFT

9/10/95

Schedule 1.1(a)

Assets

appropriate

- I. All rights and ownership of UNIX and UnixWare, including but not limited to all versions of UNIX and UnixWare and all copies of UNIX and UnixWare (including revisions and updates in process), and all technical, design, development, installation, operation and maintenance information concerning UNIX and UnixWare, including source code, source documentation, source listings and annotations, engineering notebooks, test data and test results, as well as all reference manuals and support materials normally distributed by Seller to end-users and potential end-users in connection with the distribution of UNIX and UnixWare, such assets to include without limitation the following:

UNIX Source Code Products

- A. UnixWare 2.0 as described in the UnixWare 2.0 Licensing Schedule and those products listed as "prior" products on such schedule (includes source code updates where appropriate - i.e. UnixWare product family).
- B. UNIX SVR4.1 ES as described in the UNIX SVR4.1 ES Licensing Schedule and those products listed as "prior" products on such schedule
- C. UNIX SVR4.0MP as described in the UNIX SVR4.0 MP Licensing Schedule and those products listed as "prior" products on such schedule.
- D. Ancillary SVRx Products (i.e. DWB, MFS, etc.) *re*

Binary Product Releases

- A. UnixWare 2.01 Product Family as described by the Novell UnixWare 2.01 Part/Price List
- B. UnixWare 2.0.x update releases
- C. UnixWare 1.1 Product Family as described by the Novell UnixWare 1.1 Part/Price List
- D. UnixWare 1.1.x - update releases

Products Under Development

- A. UnixWare 2.1 (Eiger) - contains NetWare UNIX Client and Server capabilities
- B. UnixWare 2.1 Oracle Parallel Server (OPS)
- C. UnixWare 2.03 - maintenance update under development
- D. UnixWare 2.0.x/2.1 Enhanced Mode Merge
- E. UnixWare 2 Internet Server

(a final list of which shall be developed by the parties prior to the closing)

DRAFT

Other Technology

- A. UnixWare system/HBA/etc. Test/Certification Suites Used by Novell Labs
 - B. UnixWare "OS Branding" Test Suites
 - C. UnixWare "OS Compatible" Requirements
 - D. Gaede Performance Test suite
 - E. ARTUS, Bart, Buster Internal UNIX Test suites and test harnesses
 - F. UnixWare Training/Education Courseware
 - G. Requirements, Design, and Test Specifications for UnixWare 2
 - H. Technical Support Update Manager
 - I. Marketing collateral/information in electronic form
 - J. ODI Transmogrification software
- II. All of Seller's claims arising after the Closing Date against any parties relating to any right, property or asset included in the Business.
- III. All of Seller's rights pertaining to UNIX and UnixWare under any software development contracts, licenses and any other contracts to which Seller is a party or by which it is bound and which pertain to the Business (to the extent that such contracts are assignable), including without limitation:
- A. Joint Development with third parties:
 - 1. In-Process development agreements
 - 2. Past development agreements with on-going pricing discounts
 - 3. Past development agreements without ongoing pricing discounts
 - 4. Joint development agreements in which Seller didn't get full rights to the code developed.
 - B. Third party per copy fee obligations - Those agreements in which Seller pays per copy fees for technology/products which are shipped with or to be used with UNIX System and/or UnixWare.
 - C. Joint marketing agreements - Marketing programs with customers.
 - D. End user MLA agreements - Agreements to allow end users to copy binary products for internal use only. Associated with these agreements are support requirements.
 - E. UNIX-only VAR agreements - UNIX Masters VARs
 - F. Support agreements - End user support agreements (i.e., TMAC, NALCOMIS)

SDW:ODMAPCDOCSQLJ389405.1

-2-

NOV 000042671

DRAFT

- G. Microsoft agreement (Xenix Agreement) - Xenix compatibility and per copy fee agreement. Seller will agree to discuss with SCO Seller's interpretation of this agreement.
- H. Microsoft Agreement (Extra-Ordinary Discount) - Microsoft's additional discount beyond 80%.
- I. Strategic Relationship Agreements (i.e. MTA, ECPA, MBA, etc.)
- J. Out-sourced development (i.e., India) - Development agreements with third parties (Wipro and HCL) and India Development Center. IDC is a Seller subsidiary.
- K. Out-sourced Support Agreements
- L. Software and Sublicensing Agreements - This includes the source code and sublicensing agreements that Seller has with its OEM, End User and Educational customers. The total number of these agreements is approximately 30,000.
- M. OEM Binary Licensing Agreements - OEM distribution of UnixWare with Seller's agreement to include some OEM added value into future releases of UnixWare.

~~Not related to Unix and UnixWare~~

IV. All copies of UNIX and UnixWare, wherever located, owned by Seller.

V. Intellectual property:

A. Trademarks UNIX and UnixWare as held by Seller, *and to the extent*

VI. All contracts relating to the SVRX Licenses listed below:

- UNIX System V Release 4.2 MP, Intel386 Implementation
- #UNIX System V Release 4.2 MP International Edition, Intel386 Implementation
- UNIX System V Release 4.2, Intel386 Implementation
- #UNIX System V Release 4.2 International Edition, Intel386 Implementation
- UNIX System V Release 4.1 ES, Intel386 Implementation
- #UNIX System V Release 4.1 ES International Edition, Intel386 Implementation
- UNIX System V Release 4.0 MP, Intel386 Implementation
- #UNIX System V Release 4.0 MP International Edition, Intel386 Implementation
- UNIX System V Release 4.0 MP, Intel386 Version 4 Implementation
- #UNIX System V Release 4.0 International Edition, Intel386 Version 4 Implementation
- UNIX System V Release 4.0, Intel386 Version 3 Implementation
- #UNIX System V Release 4.0 International Edition, Intel386 Version 3 Implementation
- UNIX System V Release 4.0, Intel386 Version 2 Implementation
- #UNIX System V Release 4.0 International Edition, Intel386 Version 2 Implementation

SDW:ODMA\PCDOCS\SQL789476\1

-3-

*Concluding any compensation
seller receives in respect of the
license granted to X/10 per [unclear]*

NOV 000042672

DRAFT

- UNIX System V Release 4.0, Intel386 Version 1 Implementation
- #UNIX System V Release 4.0 International Edition, Intel386 Version 1 Implementation
- UNIX System V/386 Release 3.2 and #UNIX System V/386 Release 3.2 International Edition
- UNIX System V Release 3.2 and #UNIX System V Release 3.2 International Edition
- UNIX System V Release 3.1 and #UNIX System V Release 3.1 International Edition
- UNIX System V Release 3.0 and #UNIX System V Release 3.0 International Edition
- All prior releases and versions of UNIX System V Release 2.1
- #All prior releases and versions of UNIX System V Release 2.1 International Editions
- All prior releases and versions of UNIX System V Release 2.0
- #All prior releases and versions of UNIX System V Release 2.0 International Editions
- All prior UNIX System releases and versions preceding UNIX System V Release 2.0
- #All prior UNIX System releases and versions preceding UNIX System V Release 2.0 International Editions

VII.

Such ^{office} ~~personal~~ ~~proper~~ furniture and personal computers or work stations as may be currently used by the employees of Seller hired by Buyer pursuant to Section 4.13 and ~~as Seller~~

DRAFT

9/16/95

Schedule 1.1(b)

Excluded Assets

- I. Any asset not listed on Schedule 1.1(a), including without limitation any asset which pertains to NetWare which is not listed on Schedule 1.1(a)
- II. NetWare Operating System and Services
- III. TUXEDO Transaction Processing
- IV. Licensed technology, including:
 - A. NetWare and other Novell code contained in UnixWare 2.01 and Eiger:
 - 1. ODI Software contained in NetWare and UnixWare LAN Drive Test Kit
 - 2. Nprinter (for printing from NetWare to UnixWare Server)
 - 3. NUC (NetWare UNIX Client - for print, etc. from UnixWare to NetWare Server)
 - 4. TNVT, Host Presenter (Terminal Emulation to Log into UnixWare Server from NetWare Client)
 - 5. MHS Gateway (Mail Gateway)
 - 6. IPX/SPX (Re-Write of Native 4.1)
 - 7. ODI (Networking driver protocol; version 3.3 of assembly Spec and 1.0 of C Spec)
 - 8. Xconsole (Log-in to NetWare console)
 - 9. UnixWare TSA (SMS is back-up and restore, TSA is the 'agent' needed to do this)
 - 10. Some NetWare Client APIs
 - 11. DR-DOS
 - 12. Host Presenter (*Binary only*)
 - 13. TNVT (*Binary only*)
 - 14. criptor (*Binary only*)
 - 15. NetWare NLM (*Binary only*)
 - B. NetWare code contained in Eiger Only:
 - 1. NDS APIs
 - 2. NWS (Incl. NetWare File, Print and Directory Services)
 - C. NetWare 4.1 for UnixWare

NOV 000042674

DRAFT

V. Intellectual Property:

- A. Patent Licenses (i.e., Pike and all others associated with the UNIX System)
- B. All copyrights and trademarks, except for the trademarks UNIX and UnixWare
- C. All Patents

VI. Existing Master License Agreements with end users which include, in addition to other products of Seller, integrated delivery of UnixWare

VII. All accounts receivable or rights to payment concerning the Assets arising prior to the Closing Date

VIII. All ~~royalties~~ right, title and interest to the SVR₂ Royalties, less the 5% fee for administering the collection. ~~Hereof~~ pursuant to Section 4.16 of ~~the~~ hereby

*as and for the
purpose of
the*

SDW:ODMA\FCD\CS\SQL28937511

-2-

NOV 000042675

9/16/95

DRAFT

Schedule 1.1(c)

Assumed Liabilities

1. All obligations, whether existing on the date hereof or arising hereafter, under the assigned contracts listed on Schedule 1.1(a).
2. All obligations relating to the Business which arise subsequent to the Closing Date.
3. Obligation of product support and customer service concerning UnixWare and Eiger.

SDW::ODMA\PCDOCS\SQL2\89429.01



NOV 000042676

Schedule 6.3(a)

The proposed merger with or sale of shares representing 50% or more of the voting power of Buyer to any of the following parties, or any affiliates or successors to the business thereof, would give rise to the respective rights and obligations contained in Section 6.3(a) of the Agreement:

Sun Microsystems

Microsoft

Hewlett-Packard

IBM

Digital

Fujitsu

\\ODMA\PCDOCS\SQL2804881



NOV 000042677